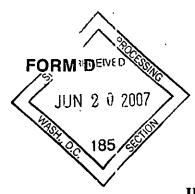
1195015



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROV	AL.
	3235-0076
Expires:	
Estimated average b	ourden
hours per response.	16,00

SEC USE ONLY
Prefix Serial

DATE RECEIVED

Class A Membership Units	
Filing Under (Check bax(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6 Type of Filing: New Filing Amendment	ຄ □ uroe
A. BASIC IDENTIFICATION DATA	07068662
1. Enter the information requested about the issuer	0700002
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	
Border Media Partners, LLC	
Address of Executive ()ffices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
9426 Old Katy Road, Bldg. 10, Houston, Texas 77055	(713) 968-4400
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)  Same	Telephone Number (Including Area Code)
Brief Description of B 1siness	
Owner and operator of radio stations.	
Type of Business Organization    corporation	(please specify):  Ited liability company 2 8 2007
Month Year	JON 2 8 2007
Actual or Estimated Date of Incorporation or Organization: 0 2 0 2 Actual Est Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for Sta CN for Canada; FN for other foreign jurisdiction)	timated
GENERAL INSTRUCTIONS	1 Harting 141
Rederal:  Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6).  When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering the first	
and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given which it is due, on the date it was mailed by United States registered or certified mail to that address.	
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 2	20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manual photocopies of the manually signed copy or bear typed or printed signatures.	ally signed. Any copies not manually signed must be
Information Required: A new filing must contain all information requested. Amendments need only repthereto, the information requested in Part C, and any material changes from the information previously supnot be filed with the SEC.	port the name of the issuer and offering, any changes pplied in Parts A and B. Part E and the Appendix need
Filling Fee: There is no federal filing fee.	
State:	
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim to accompany this form. This notice shall be filed in the appropriate states in accordance with state law this notice and must be completed.	e Securities Administrator in each state where sales for the exemption, a fee in the proper amount shall
ATTENTION	N. Comments A. H. Martin
Failure to file notice in the appropriate states will not result in a loss of the federal appropriate federal notice will not result in a loss of an available state exemption unfilling of a federal notice.	exemption. Conversely, failure to file the dess such exemption is predictated on the

A BASIG IDENTIFICATION DATA	
2. Enter the information requested for the following:	
<ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> </ul>	
Each beneficial owner having the power to vote or dispose, or direct the vote or disposition	of, 10% or more of a class of equity securities of the issuer.
Each executive officer and director of corporate issuers and of corporate general and mai	
Each general and managing partner of partnership issuers.	
Lacir general and managing parties of parties step issuers.	<u> </u>
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☑ Director ☐ General and/or  Managing Partner
Full Name (Last name first, if individual) Alpert, Norman W.	
Business or Residence Address (Number and Street, City, State, Zip Code) 245 Park Ave., 41st Floor, New York, New York 10167	
Check Box(es) that Apply: Promoter Beneficial Owner  Executive Officer	Director General and/or Managing Partner
Full Name (Last name first, if individual)	!
Armstrong, Richard	
Business or Residence Address (Number and Street, City, State, Zip Code)	!
9426 Old Katy Road, Bidg. 10, Houston, Texas 77055	
Check Box(es) that Apply: Promoter Beneficial Owner  Executive Officer	Director General and/or Managing Partner
Full Name (Last name first, if individual) Castro, Thomas H.	
Business or Residence Address (Number and Street, City, State, Zip Code)	1
9426 Old Katy Road, Bldg. 10, Houston, Texas 77055	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director General and/or     Managing Partner
Full Name (Last name first, if individual)	1
Garza, Rafael G.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
9426 Old Katy Roεd, Bldg. 10, Houston, Texas 77055	
Check Box(es) that Apply: Promoter  Beneficial Owner  Executive Officer	☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) GSUIG, 比C	·
Business or Residence Address (Number and Street, City, State, Zip Code) 85 Broad Street, New York, New York 10004	
Check Box(es) that Apply: Promoter Beneficial Owner 🗸 Executive Officer	Director General and/or Managing Partner
Full Name (Last name first, if individual) Hawkins, Lance	
Business or Residence Address (Number and Street, City, State, Zip Code) 136 Cypress Bend, Boerne, Texas 78006	
Check Box(es) that Apply: Promoter Beneficial Owner  Executive Officer	Director General and/or Managing Partner
Full Name (Last name first, if individual)  Jordan, Kevin	
Business or Residence Address (Number and Street, City, State, Zip Code) 85 Broad Street, New York, New York 10004	
(Use blook short or conversely use additional popular of this	-h\\\\\\\

A BASIC IDENTIFICATION DATA		
2. Enter the information requested for the following:		
Each promoter of the issuer, if the issuer has been organized within the past five years;		
Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10%	4 or more of a class	s of equity securities of the issuer.
<ul> <li>Each executive officer and director of corporate issuers and of corporate general and managing</li> </ul>	partners of partner	rship issuers; and
<ul> <li>Each genera; and managing partner of partnership issuers.</li> </ul>		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)  Lastres, Julio		
Business or Residence Address (Number and Street, City, State, Zip Code) 9 Church Street, P.O. Box HM 951, Hamilton HM DX, Beremuda		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) O'Keefe, Kenneth J.		
Business or Residence Address (Number and Street, City, State, Zip Code) 245 Park Ave., 41st Floor, New York, New York 10167		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Pena, Frederico	<u> </u>	
Business or Residence Address (Number and Street, City, State, Zip Code)		
245 Park Ave., 41st Floor, New York, New York 10167		
Check Box(es) that Apply: Promoter Beneficial Owner  Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Proud, Bob		
Business or Residence Address (Number and Street, City, State, Zip Code) 9426 Old Katy Road, Bldg. 10, Houston, Texas 77055		
Check Box(es) that Apply: Promoter Beneficial Owner  Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Sanchez, Pete		
Business or Residence Address (Number and Street, City, State, Zip Code) 9426 Old Katy Road, Bldg. 10, Houston, Texas 77055		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Simonson, Lee		
Business or Residence Address (Number and Street, City, State, Zip Code) 85 Broad Street, New York, New York 10004		
Check Box(es) that Apply: Promoter  Beneficial Owner  Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)  Vestar Capital Partners IV, L.P. and Affiliates	· ,	
Business or Residence Address (Number and Street, City, State, Zip Code) 245 Park Ave., 41st Floor, New York, New York 10167		

BASIC DENTIFICATION DATA		1.12 3.15
2. Enter the information requested for the following:		
<ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition.</li> </ul>	of 10% or more of a class of equity securities of the is-	SUET.
Each executive officer and director of corporate issuers and of corporate general and man		
Each general and managing partner of partnership issuers.		
Check Box(es) that A; ply: Promoter Beneficial Owner Executive Officer	Director General and/or Managing Partner	
Full Name (Last name first, if individual) Villanueva, Daniel I		
Business or Residence Address (Number and Street, City, State, Zip Code) 710 Chaucer Road, San Marino, California 91108		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director General and/or Managing Partner	
Full Name (Last name first, if individual) Williams, Precious		<u> </u>
Business or Residence Address (Number and Street, City, State, Zip Code)		
B5 Broad Street, New York, New York 10004  Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director General and/or Managing Partner	
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director General and/or Managing Partner	
Full Name (Last name first, if individual)		
Business or Residence: Address (Number and Street, City, State, Zip Code)		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director General and/or Managing Partner	
Full Name (Last name first, if individual)		
Business or Residence: Address (Number and Street, City, State, Zip Code)		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director General and/or Managing Partner	
Full Name (Last name first, if individual)		
Business or Residence: Address (Number and Street, City, State, Zip Code)		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director General and/or Managing Partner	
Full Name (Last name first, if individual)		
Business or Residence: Address (Number and Street, City, State, Zip Code)		
(Use blank sheet, or copy and use additional copies of this	sheet, as necessary)	

					B. J. B. J.	NFORMAT	ON ABOU	T OFFERIN	<b>G</b> G Sil	<b>张光紫</b> 第			
1.	Has the	issuer sold	or does th	ne issuer in	stend to se	11 to non-2	ccredited i	nvestors in	this offeri	n o ?		Yes	No ⊠
••	1145 1110	133661 11414	, 01 4003 11					, if filing w	1	-	***************************************	la.d	D)
2.	What is	the minim	um investn					ual?	1			s	
_		aa 1	•. • •									Yes	No
3. 4									1			. <b>(3</b>	<b>E</b>
4.	commis	sion or sim	ilar remune	ration for s	olicitation	of purchase	ers in conn	e paid or g	ales of sec	urities in t	ne offering.		
	or states	s, list the na	me of the b	roker or de	aler. If mo	ore than five	(5) persoi	r registered as to be liste	d arc asso				•
					informati	on for that	broker or	dealer only.	<u> </u>				
ru	i Name (	Last name :	first, if indi	(Vidual)									
Bu	siness or	Residence	Address (N	umber and	Street, Ci	ity, State, Z	(ip Code)		İ				
Na	me of As	sociated Br	oker or De	aler					1				
Ste	tes in WI	ich Perton	Listed Har	Solicited	or Intends	to Solicit	Purchasers		<u> </u>				
0.0												☐ All	l States
	AL	AK)	AZ	AR	CA	[¢o]	CT	DE	DC	FL	GA	HI	ID)
	IL	[N]	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE	NV COE	NH	NJ	NM	NY	NC	ND	OH	OK.	OR.	PA
	RI	<u>SC</u>	SD	TN	TX	ŲŤ	VŤ	VA	WA	WV	WI	<u>w</u> y	PR
Ful	l Name (	Last narne	first, if indi	ividual)									
Bu	siness or	Residence	Address (1	Number an	d Street, C	City, State,	Zip Code)	<del></del>	<u> </u>				
Na	me of As	sociated Br	oker or De	aler			<del></del>		<u> </u>		·		
<del></del>			¥ 1 4 1 7 ¥	0.11.5.1									
Sta						to Solicit							l States
		·						· ·					
	IL I	(AK)	AZ IA	AR KS	CA KY	[CO]	CT ME	DE MD	DC MA	FL MI	GA MN	HI MS	MO
	MT	NE	NV.	NH	ИJ	NM	NY	NC	ND	OH	OK	OR	PA
	RI	SC	SD	TN	TX	ÛŢ	VT	VA	WA	WV	WI	WY	PR
Ful	l Name (	Last name	first, if ind	ividual)					<u>†</u> .				
Bu	siness or	Residence	Address (?	Number an	d Street, C	City, State,	Zip Code)	<u> </u>	<del></del>				
Na	me of As	sociated Br	oker or De	aler	-1				1				<del></del>
			_ <del></del>		,								
Sta						to Solicit						[ A I	l States
	(CHECK							·····					
	AL IL	AK IN	ĀZ IA	AR KS	CA KY	CO LA	CT	DE	DC	FL	GA MNI	HI MS	ID MOI
	MT	NE	NV	NH V2	NI ·	NM NM	ME NY	MD NC	MA ND	MI OH	MN OK	OR	MO PA
	RI	SC	SD	TN	TX	ŪΤ	VT	VA	WA	WV	WI	WY	PR

	C-OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES	AND USE OF	ROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total a sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange this box and indicate in the columns below the amounts of the securities offered for already exchanged.	offering, check		
	Type of Security		Aggregate Offering Price	Amount Already Sold
	Debt		_	•
	Equity			00 <sub>\$</sub> 110,862,096.26
	✓ Common ☐ Preferred		<b></b>	<u> </u>
	Convertible Securities (including warrants)		s	\$
•	Partnership Interests			•
	Other (Specify)	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	\$	\$
	Total		s 151,068,676.	0(\$_110,862,096.26
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased so offering and the aggregate dollar amounts of their purchases. For offerings under Ru the number of persons who have purchased securities and the aggregate dollar a purchases on the total lines. Enter "0" if answer is "none" or "zero."	le 504, indicate		Aggregate
	•		Number Investors	Dollar Amount of Purchases
	Accredited Investors	1		\$_110,862,096.2
	Non-accredited Investors			. <b>s</b>
	Total (for filings under Rule 504 only)			. <b>s</b>
	Answer also in Appendix, Column 4, if filing under ULOE.	1		
3.	If this filing is fer an offering under Rule 504 or 505, enter the information requested f sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) mon first sale of securities in this offering. Classify securities by type listed in Part C –	ths prior to the		
	Type of Offering		Type of Security	Dollar Amount Sold
	Rule 505		•	\$
	Regulation A			S
	Rule 504	1		<u> </u>
	Total			\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and dist securities in this offering. Exclude amounts relating solely to organization expenses. The information may be given as subject to future contingencies. If the amount of an not known, furnish an estimate and check the box to the left of the estimate.	tribution of the s of the insurer		
	Transfer Agent's Fees			\$ 0.00
	Printing and Engraving Costs		_	\$ 0.00
	Legal Fees	ł	_	4 500 000 00
	Accounting Fees	i	-	- 0.00
	Engineering Focs	1 '	_	\$ 0.00
	Sales Commissions (specify finders' fees separately)	- 1	-	<b>^ 0.00</b>
	Other Expenses (identify)	i	_	\$ 0.00
				1 500 000 00

点	STATE OF STREET, OF ST	MBER OR INVESTORS EXPENSE	SAND USE OF I	ROCERDS	
	b. Enter the difference between the aggregate off and total expenses furnished in response to Part C-proceeds to the issuer."	-Question 4.a. This difference is the	e "adjusted gross		s149,568,676.00
5.	Indicate below the amount of the adjusted gross peach of the purposes shown. If the amount for a check the box to the left of the estimate. The total proceeds to the issuer set forth in response to Pa	any purpose is not-known, furnish of the payments listed must equal th	an estimate and		
		•		Payments to Officers, Directors, &	Payments to
	C-1			· Affiliates	Others
	Salaries and fees			_	
	Purchase of real estate			□•	. ∐•———
	and equipment		************		
	Construction or leasing of plant buildings and fi	acilitics		s	. <b></b>
•	Acquisition of other businesses (including the viorifering that may be used in exchange for the as issuer pursuant to a merger)	sets or securities of snother	1	<b>⊘</b>  \$	\$ 45,000,000.00
	Repayment of indebtedness			\$ 55,862,096	- ns
	Working capital	_ * *	<u> </u>	M\$	\$_43,308,579.78
	Other (specify): Redemption of Membership L	Jnits .		\$_5,400,000.0	x
				,	
		· · · · · · · · · · · · · · · · · · ·	******	□ \$	. 🗆 s
	Column Totals	0241 1.01 <del>1.01</del> 00 1.01 1.01 1.050 1.050 1.01 1.01 1.01		<b>2</b> \$ 61,262,096	2 s 88,306,579.76
	Column Totals	rtil 1 a û sayda artu bira da rûndakel 2 di ga 1 û sûk dû lêmbû bira arabê essayn û silan di s		Ø \$ <u>_1</u> 4	49,568,876.00
sig	issuer has duly caused this notice to be signed by the ature constitutes an undertaking by the issuer to finformation furnished by the issuer to any non-ac	ne undersigned duly authorized persumish to the U.S. Securities and Ex	son. If this notic schange Commi	esion, upon writte	ale 505, the following an request of its staff,
<b>Iss</b> 1	er (Print or Type)	Signature		Date	
Во	der Media Partners, LLC	Illing A: 1/20		June 14, 2007	
	ne of Signer (Print or Type)	Title of Signer (Print or Dipe)			
Ri	hard Armstrong	Senior Vice President-Corpor	até Developme	nt and Secretary	

 $\mathbb{ZND}$ 

- ATTENTION -

Intentional misstutements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)